



IN THE UNITED STATES DISTRICT COURT FOR THE
MIDDLE DISTRICT OF ALABAMA
NORTHERN DIVISION

JIM MOCK, *et al.*

*

Plaintiffs,

*

v.

*

Case Number: 2:06-cv-00395-CSC

*

CHANDELEUR HOMES, INC., *et al.*

*

Defendants.

*

STATE OF MICHIGAN

*

A F F I D A V I T

OAKLAND COUNTY

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Before me the undersigned authority, in and for said state and county, personally appeared, David N. Goltz, who being by me first duly sworn, under oath, deposes and says:

1. My name is David N. Goltz and I am over the age of 19 years. I am employed as Associate General Counsel of Champion Enterprises, Inc. (hereinafter referred to as "Champion") and I have personal knowledge of the facts set forth in this Affidavit. I make this Affidavit and appear specifically for the purpose of supporting the motion filed in the above styled action and without waiving jurisdiction. I do hereby certify that as Associate General Counsel of Champion, I have access to its files and records relating to corporate structure, business operations and wholly owned subsidiaries. I have carefully examined said files and the documents contained therein. Said files and the documents contained therein are kept in the ordinary course of Champion's business, prepared by a person with knowledge of or made from information transmitted by a person with knowledge of the acts and events appearing in them, and made at or near the time of the acts and events appearing in them.

2. Champion is a Michigan corporation with its corporate headquarters and principal place of business in Auburn Hills, Michigan. Champion was incorporated in 1987 as a holding company for various manufactured home manufacturers, including Champion Home Builders Co. (hereinafter referred to as "CHB"). CHB is a separate and distinct Michigan corporation with its principal place of business in Auburn Hills, Michigan. CHB is a wholly owned subsidiary of Champion. Champion Homes of Boaz, Inc. f/k/a Chandeleur Homes, Inc. (hereinafter referred to as "Chandeleur") is a separate and distinct Michigan Corporation with its principal place of business in Auburn Hills, Michigan. Chandeleur was in the business of manufacturing and servicing manufactured homes until May 2005 and is now in the business of providing warranty service to homes it produced. Chandeleur is a wholly-owned subsidiary of CHB.

3. As a holding company, Champion is not in the business of manufacturing, supplying or selling manufactured homes. Such activity is carried on through subsidiaries of Champion such as CHB and subsidiaries of CHB. Neither Champion nor CHB designed, supplied, sold or manufactured the manufactured home allegedly purchased by the plaintiffs which is the subject of this suit.

4. Champion itself does not conduct or transact business in the state of Alabama. Champion is not registered or licensed to do business in Alabama. Champion has no employees or offices in Alabama. Champion has never maintained an office in Montgomery, Alabama.

5. Champion is a separate legal entity from CHB and Chandeleur. Decisions relating to the business of Champion, CHB and Chandeleur are made by separate boards of directors and officers. At the time of the manufacture of the Manufactured Home in April, 2003 and the alleged sale of the Manufactured Home to plaintiffs in July of 2004, Chandeleur was in

the business of manufacturing manufactured homes, selling manufactured homes to independent dealers and servicing manufactured homes. Champion and CHB have not had control over Chandeleur's production, selling or servicing of manufactured homes.

6. Champion does not control the day-to-day operations of CHB or Chandeleur nor does it control the day-to-day business decisions made by CHB or Chandeleur's management. CHB does not control the day-to-day operations of Chandeleur nor does it control the day-to-day business decisions made by Chandeleur's management. Champion, CHB and Chandeleur are and have always been legitimate separate legal entities with distinct assets and adequate capital. Chandeleur is an ongoing corporate entity that has not dissolved and not filed bankruptcy. Chandeleur maintains its own separate bank accounts, accounting records, and financial records. Champion, CHB and Chandeleur have always had different and separate federal tax identification numbers.

7. Chandeleur observes its own corporate formalities, such as meetings and filings with state and federal regulatory agencies.

8. Chandeleur is and has always been responsible for hiring and supervising its own employees and their work, and Chandeleur's employees are and have always been compensated through Chandeleur's own payroll. Chandeleur's employees make their own business and operational decisions without day-to-day oversight or control by Champion or CHB personnel.

9. Chandeleur's operations are separate and distinct from the operations of Champion or CHB.

10. The business of Champion or CHB is not limited to business given to it by Chandeleur and the business of Chandeleur is not limited to that given to it by Champion or CHB.

11. Based upon my information and belief, no court, adjudicative forum or administrative body has ever found a unity of interest between Champion and any of its subsidiaries sufficient to pierce the corporate veil.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS
TRUE AND CORRECT.

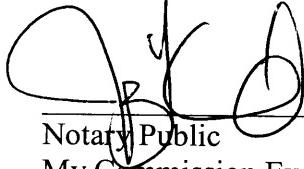
Executed this 3rd day of MAY, 2006 in Auburn Hills, Michigan.

CHAMPION ENTERPRISES, INC.

By: Jay L. Kreindler

Its Associate General Counsel

Sworn and subscribed before me this 3rd day of May,
2006.


Notary Public

My Commission Expires: 7/29/11

Jay L. Kreindler, Notary Public
State of Michigan, County of Oakland
My Commission Expires 7/29/2011
Acting in the County of Oakland